

**DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF CPD S.A. CONVENED
FOR 28 June 2023**

Resolution 1

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the election of the Chairman of the Ordinary General Meeting

§1

Acting pursuant to Article 409 § 1 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting elects Ms./Mrs. [...] as Chairman of the Ordinary General Meeting.

§2

The resolution shall enter into force upon its adoption.

Resolution 2

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on waiving the appointment of the Ballot-Counting Committee

§1

The Ordinary General Meeting hereby waives the appointment of the Ballot-Counting Committee.

§2

The resolution shall enter into force upon its adoption.

Resolution 3

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the adoption of the agenda

§1

The Ordinary General Meeting hereby adopts the following agenda:

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chairman of the Ordinary General Meeting.
- 3) Confirming that the Ordinary General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Adoption of a resolution on waiving the appointment of the Ballot-Counting Committee.
- 5) Adoption of the agenda of the Ordinary General Meeting.
- 6) Presentation of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2022.
- 7) Presentation of the consolidated financial statements of the CPD S.A. Group for the financial year from 1 January to 31 December 2022.
- 8) Presentation of the Management Board's report on the activities of CPD S.A. and the CPD S.A. Group for the financial year from 1 January to 31 December 2022 and the Management Board's motion on loss coverage.
- 9) Presentation of the report of the Supervisory Board of CPD S.A. for 2022.
- 10) Adoption of a resolution on the approval of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2022.
- 11) Adoption of a resolution on the approval of the consolidated financial statements of the CPD S.A. Group for the financial year from 1 January to 31 December 2022.
- 12) Adoption of a resolution on the approval of the Management Board's report on the activities of CPD S.A. and the CPD S.A. Group for the financial year from 1 January to 31 December 2022.
- 13) Adoption of a resolution on the approval of the annual report of the Company's Supervisory Board for 2022.
- 14) Adoption of a resolution on coverage of the loss of CPD S.A. for 2022.
- 15) Adoption of resolutions on the discharge of the members of the Management Board of CPD S.A. for the performance of their duties in 2022.
- 16) Adoption of resolutions on the discharge of the members of the Supervisory Board of CPD S.A. for the performance of their duties in 2022.
- 17) Presentation of the Supervisory Board report on the remuneration of the members of the Management Board and Supervisory Board.

- 18) Adoption of a resolution on issuing of an opinion on the Supervisory Board's report on the remuneration of the members of the Management Board and the Supervisory Board.
- 19) Adoption of a resolution on the granting of additional remuneration to members of the Supervisory Board.
- 20) Adoption of a resolution on changes in the composition of the Supervisory Board.
- 21) Closing of the Ordinary General Meeting.

§2

The resolution shall enter into force upon its adoption.

Resolution 4

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the approval of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2022

§1

The Ordinary General Meeting, acting on the basis of Article 393(1), Article 395 § 2(1) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, after prior review, approves the financial statements of CPD S.A, for the financial year from 1 January to 31 December 2022, consisting of:

- Statement of comprehensive income for the financial year from 1 January 2022 to 31 December 2022, showing a net loss of 23,082,000 (in words: twenty-three million eighty-two thousand);
- statement of financial position for the financial year from 1 January 2022 to 31 December 2022, showing the assets and liabilities in the amount of PLN66,495,000 (in words: sixty-six million four hundred and ninety-five thousand);
- Statement of changes in equity for the period from 1 January 2022 to 31 December 2022, showing a decrease in equity of PLN 73,092,000 (in words: seventy-three million ninety-two thousand);
- Statement of the cash flows for the period from 1 January 2022 to 31 December 2022, showing a reduction in cash of PLN 40,013,000 (in words: forty million thirteen thousand);
- notes to the financial statements and the period from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 5

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the approval of the consolidated financial statements of the CPD S.A. Capital Group.

§1

The Ordinary General Meeting, acting on the basis of Article 395 § 5 of the Commercial Companies Code, in conjunction with Article 55(2) and Article 63c(4) of the Accounting Act, after prior consideration, approves the consolidated financial statements of the CPD S.A. Capital Group for the financial year 2022, consisting of:

- Consolidated statement of comprehensive income for the financial year from 1 January 2022 to 31 December 2022, showing a net loss of PLN 13,290,000 (in words: thirteen million two hundred and ninety thousand) and total comprehensive income of negative PLN 13,524,000 (in words: thirteen million five hundred and twenty-four thousand);
- Consolidated statement of financial position for the financial year from 1 January 2022 to 31 December 2022, showing the assets and liabilities in the amount of PLN 115,526,000 (in words: one hundred and fifteen million, five hundred and twenty-six thousand);
- Consolidated statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, showing a decrease in equity of PLN 63,534,000 (in words: sixty-three million five hundred and thirty-four thousand);
- Consolidated statement of cash flows for the financial year from 1 January 2022 to 31 December 2022, showing a decrease in cash of PLN 5,480,000 (in words: five million four hundred and eighty thousand);
- notes to the consolidated financial statements for the financial year 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 6

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the approval of the Management Board's report on the activities of CPD S.A. and the CPD S.A. Group for the financial year 2022

§1

The Ordinary General Meeting, acting under Article 395 § 5 of the Commercial Companies Code in conjunction with Article 55(2) and Article 63c(4) of the Accounting Act, after prior review, approves the Management Board's report on the activities of CPD S.A. and the CPD S.A. Group for the financial year from 1 January to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 7

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the approval of the report of Supervisory Board of CPD S.A. for 2022

§1

The Ordinary General Meeting, acting in accordance with the content of Rule 2.11 of the Code of Best Practice for WSE Listed Companies 2021, hereby approves the Report of the Supervisory Board of CPD S.A. for 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 8

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on the coverage of loss of CPD S.A. for the year 2022

§1

The Ordinary General Meeting, acting under Article 395 § 2(2) of the Commercial Companies Code and § 6(2)(2) of the Company's Articles of Association, having considered the motion of the Company's Management Board on coverage of loss shown in the financial statements for 2022, in the total amount of PLN 23,082,000 (in words: twenty-three million eighty-two thousand), decides to cover it from profits generated in future financial years.

§2

The resolution shall enter into force upon its adoption.

Resolution 9

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Chairman of the Management Board, Mr Colin Kingsnorth, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6 (2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the Member of the Management Board, Mr Colin Kingsnorth, in respect of the performance of his duties as President of the Management Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 10

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

**on granting discharge to the Member of the Management Board, Ms Elżbieta Wiczowska,
for the performance of her duties from 1 January 2022 to 31 December 2022**

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6 (2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the Member of the Management Board, Ms Elżbieta Wiczowska, in respect of the performance of her duties as a Member of the Management Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 11

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

**on granting discharge to the Member of the Management Board, Ms Iwona Makarewicz,
for the performance of his duties from 1 January 2022 to 31 December 2022**

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6 (2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the Member of the Management Board, Ms Iwona Makarewicz, in respect of the performance of her duties as a Member of the Management Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 12

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Member of the Management Board, Mr John Purcell, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6 (2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the Member of the Management Board, Mr John Purcell, in respect of the performance of his duties as a Member of the Management Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 13

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Chairman of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Mr Andrew Pegge, Member of the Supervisory Board, for the performance of his duties as Chairman of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 14

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Member of the Supervisory Board, Mr Wiesław Oleś, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Mr Wiesław Oleś, Member of the Supervisory Board, for the performance of his duties as a Member of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 15

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Member of the Supervisory Board, Mr Mirosław Gronicki, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Mr Mirosław Gronicki, Member of the Supervisory Board, for the performance of his duties as a Member of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 16

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Member of the Supervisory Board, Ms Hanna Karwat-Ratajczak, for the performance of her duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Ms Hanna Karwat-Ratajczak, Member of the Supervisory Board, for the performance of her duties as a Member of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 17

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

**on granting discharge to the Member of the Supervisory Board, Mr Krzysztof Laskowski,
for the performance of his duties from 1 January 2022 to 31 December 2022**

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Mr Krzysztof Laskowski, Member of the Supervisory Board, for the performance of his duties as a Member of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 18

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting discharge to the Member of the Supervisory Board, Mr Emil Tomaszewski, for the performance of his duties from 1 January 2022 to 31 December 2022

§1

The Ordinary General Meeting, acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 6(2)(1) and (2) of the Company's Articles of Association, hereby grants discharge to the to Mr Emil Tomaszewski, Member of the Supervisory Board, for the performance of his duties as a Member of the Supervisory Board from 1 January 2022 to 31 December 2022.

§2

The resolution shall enter into force upon its adoption.

Resolution 19

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on issuing of an opinion on the Supervisory Board report on the remuneration of the members of the Management Board and Supervisory Board

§ 1

The Ordinary General Meeting, acting pursuant to Article 395 § 2¹ of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on public offerings and conditions for the introduction of financial instruments to the organised trading system and on public companies, gives a positive opinion on the presented Supervisory Board report on the remuneration of the members of the Management Board and Supervisory Board for the years 2021-2022.

§ 2

The resolution shall enter into force upon its adoption.

Resolution 20

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on granting of additional remuneration to members of the Supervisory Board

§ 1

The Ordinary General Meeting resolves to grant additional one-off remuneration to the members of the Supervisory Board for their functions as follows:

- to [...] in the amount of [...] (in words: [...]) gross;

§ 2

The resolution shall enter into force upon its adoption.

Resolution 21

Ordinary General Meeting
CPD Spółka Akcyjna, with its registered office in Warsaw
of 28 June 2023

on changes in the composition of the Supervisory Board

§ 1

The Ordinary General Meeting, acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 6 sec. 2 point 4) of the Company's Statute, appoints as member of the Supervisory Board for the fifth term of office (●)

§ 2

The resolution shall come into force as of the date of its adoption.